

**THE UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
Norfolk Division**

In re:

CHESAPEAKE HARDWOOD PRODUCTS, INC.

Case No. 10-70248
Chapter 11

Debtor-in-Possession.

DECLARATION OF KAREN M. CROWLEY

I, Karen M. Crowley, declare:

1. I am duly admitted to practice before the United States Bankruptcy Court for the Eastern District of Virginia.
2. I am an employee of the professional corporation, Crowley, Liberatore & Ryan, P.C., which Chesapeake Hardwood Products, Inc. (the "Debtor") seeks to employ in the Application to which this Declaration is attached. A majority of the shareholders and associates of this law firm are similarly admitted to practice before this Court.
3. The law firm of Crowley, Liberatore & Ryan, P.C. ("CLR") has extensive experience in bankruptcy, insolvency, reorganization, and debtor/creditor law. The firm is well qualified to represent the Debtor in this bankruptcy case, and is willing to accept employment on the basis set forth in the Application to which

Karen M. Crowley, VSB No. 35881
John M. Ryan, VSB No. 37796
Ann B. Brogan, VSB No. 25567
Nicole A. Rosenblum, VSB No. 42780
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1435 Crossways Blvd., Suite 300
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(757) 333-4500 - Telephone
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Proposed counsel for the Debtor

this Declaration is annexed.

4. CLR, its shareholders, and associates hold no interest adverse to the Debtor or its estate. Said law firm is a disinterested person as defined in 11 U.S.C. § 101(14).
5. CLR has been counsel for the Debtor since on or about January 29, 2007 and has received compensation from the Debtor, on a monthly basis, during this time period.

All amounts owed to CLR by the Debtor have been paid by CLR in the ordinary course of the Debtor's business. CLR continues to hold a retainer of approximately \$30,000 to be used to pay for post-petition services.
6. CLR will not, without prior Court authority, represent any entity in which the Debtor has an equity security interest while this case is pending without first disclosing the same to the Court and the U.S. Trustee.
7. No shareholder of CLR is a relative of the United States Trustee or any person employed in the Office of the United States Trustee in the region in which this case is pending.

I declare under penalty of perjury that the foregoing is true and correct on this 21st day of January, 2010.

/s/Karen M. Crowley
Karen M. Crowley